



BMW Industries Ltd.

Date- 04/07/2022

To
Listing Department
Calcutta Stock Exchange Limited
7, Lyons Range
Kolkata- 700 001

Scrip Code- 12141-CSE

The General Manager
Department of Corporate Services
BSE Limited
Phiroze Jeejeebhoy Tower
Dalal Street, Mumbai- 400 001
Scrip Code- 542669

Sub: Voting Results of the Secured Creditors Meeting of the Company held on Thursday, 30th June, 2022 pursuant to Regulation 30 and 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir/Madam

In pursuant to the provisions of Regulation 44(3) of the Listing Regulations along with the Consolidated Scrutinizer's Report of the Secured Creditors Meeting of the Company held on **Thursday, 30th June, 2022** at 12:30 P.M IST through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), please find enclosed herewith the Scrutinizer's Report of the voting results of the remote e-voting and e-voting after the conclusion of the Secured Creditors Meeting.

The Scrutinizer's Report on the combined voting results was received and accordingly the Resolutions as set out in the Notice were declared as passed with requisite majority. The Results are also being hosted on our Company's website www.bmwil.co.in.

This is for your information and records.

Thanking you and yours faithfully,
For BMW Industries Limited

(Vikram Kapur)
Company Secretary
CS Membership No.: A9812



BMW Industries Ltd.

The following resolutions

Resolution Number	Details of the Agenda	Resolution Required	Mode of Voting	Remarked
Special Business				
1	Approval with or without modification, the proposed Scheme of Amalgamation of Confident Financial Consultancy Private Limited, Fairplan Vintrade Private Limited, Nageshwar Trade-Link Private Limited, Narayan Dealcom Private Limited, Perfect Investment Consultancy Private Limited, ShriHariVincom Private Limited, Siddhi Vinayak Commosales Private Limited and Sidhant Investment Advisory Private Limited (Transferor Company)	Requisite majority	Remote e-voting and e-voting after the meeting of Secured Creditors	Passed with requisite majority

The consolidated results on each resolution shall also be available on the website of the Company.

For BMW Industries Limited

(Vikram Kapur)
Company Secretary
CS Membership No.: A9812

JITESH CHOWDHURY

B.COM(Hons.), FCA, RV(IBBI)

Practicing Chartered Accountant

Mobile: 9836212802

Email: cajiteshchowdhury@gmail.com

19, Ganesh Chandra Avenue

2ND Floor, Kolkata- 700013

Before the National Company Law Tribunal
Kolkata Bench
Company Application (CAA) No.28/KB/2022

In the Matter of:
The Companies Act, 2013 - Section 230(1) read with
Section 232(1)

And

In the Matter of:

1. Confident Financial Consultancy Private Limited
2. Fairplan Vintrade Private Limited
3. Nageshwar Tradelink Private Limited
4. Narayan Dealcom Private Limited
5. Perfect Investment Consultancy Private Limited
6. Shri Hari Vincom Private Limited
7. Siddhi Vinayak Commosales Private Limited
8. Sidhant Investment Advisory Private Limited

Transferor companies

And

9. BMW Industries Limited

Transferee company

..... Applicants

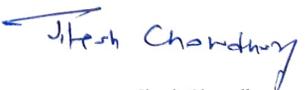
DECLARATION OF RESULTS OF MEETING

- A. The resolution for approval of the Scheme of Amalgamation of Confident Financial Consultancy Private Limited, Fairplan Vintrade Private Limited, Nageshwar TradeLink Private Limited, Narayan Dealcom Private Limited, Perfect Investment Consultancy Private Limited, Shri Hari Vincom Private Limited, Siddhi Vinayak Commosales Private Limited and Sidhant Investment Advisory Private Limited with BMW Industries Limited was approved unanimously by the adjourned meeting of the Secured Creditors of BMW Industries Limited ("Company") held on 30th June, 2022 at 12:30 PM, virtually through Video Conferencing / other Audio Visual means in terms of the order dated 12th May, 2022 of the Hon'ble National Company Law Tribunal, Kolkata Bench as follows:-

By e-voting at the meeting	For		Against		Invalid	
	No of Secured Creditors	No of Votes	No of Secured Creditors	No of Votes	No of Secured Creditors	No of Votes
List as per CDSL e-voting platform	3	59,52,36,000	Nil	Nil	Nil	Nil
List as on 15.06.2022	3	51,35,00,000	Nil	Nil	Nil	Nil

- B. I make this declaration upon the report of the Scrutinizer, namely Mrs. Preeti Agarwal, Practicing Chartered Accountant (CP No.061974), containing the aforesaid results being submitted to me.
- C. Accordingly, I declare that the resolution for approval of the Scheme was adopted unanimously, as aforesaid.

Date: 02nd July 2022



Jitesh Chowdhury
Practicing Chartered Accountant
(CP No.069621)
Chairperson appointed for the Meeting



BEFORE THE NATIONAL COMPANY LAW TRIBUNAL

KOLKATA BENCH, KOLKATA

C.A. (CAA) No.28/KB/2022

In the matter of:

The Companies Act, 2013;

And

In the matter of:

Sections 230 read with section 232 of the said Act and rules thereunder;

And

In the matter of:

1.CONFIDENT FINANCIAL CONSULTANCY PRIVATE LIMITED

2.FAIRPLAN VINTRADE PRIVATE LIMITED

3.NAGESHWAR TRADELINK PRIVATE LIMITED

4.NARAYAN DEALCOM PRIVATE LIMITED

5.PERFECT INVESTMENT CONSULTANCY PRIVATE LIMITED

6.SHRI HARI VINCOM PRIVATE LIMITED

7.SIDDHI VINAYAK COMMOALES PRIVATE LIMITED

8.SIDHANT INVESTMENT ADVISORY PRIVATE LIMITED

.....Transferor companies

And in the matter of:

9. BMW INDUSTRIES LIMITED

.....Transferee company



SCRUTINIZER'S REPORT

[Pursuant to directions of the Hon'ble National Company Law Tribunal, Kolkata Bench vide its order dated 12th May 2022]

To
Mr. Jitesh Chowdhury, Chartered Accountant

The Chairperson appointed by National Company Law Tribunal, Kolkata Bench (NCLT) for the meeting of the secured creditors of BMW Industries Limited.

Respected Sir,

SUB: SCRUTINIZER'S REPORT ON THE RESULTS OF VOTING AT THE NCLT CONVENED MEETING OF SECURED CREDITORS OF BMW INDUSTRIES LIMITED HELD ON THURSDAY, 23rd JUNE 2022 AT 12:30 PM, VIRTUALLY THROUGH VIDEO CONFERENCING /OTHER AUDIO VISUAL MEANS WHICH WAS ADJOURNED TO THURSDAY,30TH JUNE 2022 AT 12:30 PM.

Hon'ble National Company Law Tribunal, Kolkata Bench vide its Order dated 12th May ,2022 has interalia directed BMW Industries Limited ("Transferee company) to hold a meeting of its secured creditors for the purpose of their considering and if thought fit, approving the proposed scheme of amalgamation of Confident Financial Consultancy Private Limited, Fairplan Vintrade Private Limited, Nageshwar Trade-Link Private Limited, Narayan Dealcom Private Limited, Perfect Investment Consultancy Private Limited, Shri Hari Vincom Private Limited, Siddhi Vinayak Commosales Private Limited, Sidhant Investment Advisory Private Limited with BMW industries Limited, under the provisions of sections 230 read with section 232 and other applicable provisions, if any, of the Companies Act 2013 (the Act) and allied rules thereof.

1. In terms of the Notice dated 20th May 2022, a meeting of secured creditors of the Transferee Company was convened and held on Thursday 23rd June 2022 at 12:30 PM through Video Conferencing/other Audio Visual means. Since the quorum was not present within half-an-hour from the time appointed for holding the meeting, the meeting was adjourned to the same day in the next week at the same time and place i.e- 30th June 2022 at 12:30 PM.
2. The transferee company had provided to its secured creditors, facility to exercise their right to vote on the resolution contained in the Notice calling the Meeting using (i) an electronic voting system remotely before the meeting (remote e-voting) and (ii) at the meeting (evoting) on the dates mentioned in the notice calling the meeting.

3. I, Preeti Agarwal, FCA, Practicing Chartered Accountant, have been appointed as a Scrutinizer by the Hon'ble National Company Law Tribunal, Kolkata Bench vide its order dated 12th May 2022 passed in C.A.(CAA)No.28/KB/2022 for the purpose of scrutinizing the process of e-voting / remote e-voting for the meeting of secured creditors of M/S BMW Industries Limited on the proposed resolution contained in the Notice calling the Meeting.
4. The management of the Company is responsible for ensuring compliance with the requirements of the Companies Act 2013 and the Rules thereunder relating to e-voting / remote e-voting on the resolution contained in the said Notice of the Meeting.
5. My responsibility as a scrutinizer for e-voting / remote e-voting process is to prepare a report on the votes cast "In Favour" or "Against" the resolution as stated in the Notice and "invalid" votes if any, based on the reports generated from the e-voting system provided by Central Depository Services (India) Limited, (CDSL) the agency engaged by the transferee company to provide the facility of evoting / remote evoting in terms of the notice issued for the meeting.

Further to above, I submit my report as under:

7. As per the said order of Hon'ble NCLT, Kolkata the secured creditors of the transferee company M/s BMW Industries limited as on the cut-off date i.e. 15th June, 2022 were entitled to vote on the resolution as set out in the notice calling the meeting and their voting rights were equivalent to outstanding amount as on the cut-off date.
8. The remote e-voting was kept open from Monday, June 20,2022 at 9:00 am IST to Wednesday ,June 22,2022 till 5:00 pm IST and evoting at the meeting was kept open from 12:30 PM IST on 30thrd June 2022.
9. After the conclusion of the Meeting on 30th June,2022, the votes cast during the remote e-voting /evoting period as mentioned above were finalised by me on Friday, 01st July 2022 at around 12:53 PM IST .
10. Thereafter, the data pertaining to e-voting of secured creditors, who voted "in favour" or "against" the resolution were generated from the e-voting website of CDSL i.e. <https://www.evotingindia.com> and scrutinized by me.
11. The aforesaid e-votes received at CDSL platform during the abovementioned time were reconciled with the list of secured creditors as on cut-off date (i.e. 15th June 2022) provided to me by the company duly certified by its director. The voting data downloaded from the CDSL platform were not matching with the data of cut off date provided by the company. On enquiry, the transferee company informed that the voting data of CDSL website pertains to 31st March 2022 and not to the cut-off date as mentioned in the NCLT order.



12. It was observed that all the secured creditors who had voted through CDSL platform were also the secured creditors as on the cut-off date (as per the list of secured creditors as on cut-off date as received from the company).

13. The resolution as set out in the notice calling the meeting of secured creditors is reproduced below:

“RESOLVED THAT pursuant to the provisions of Sections 230 to 232 and Section 234 and other applicable provisions of the Companies Act, 2013 read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and related circulars and notifications thereto as applicable under the Companies Act, 2013 (including any statutory modification or re-enactment or amendment thereof), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subject to the relevant provisions of any other applicable laws and the clauses of the Memorandum and Articles of Association of BMW Industries Limited and subject to the approval by the requisite majority of the creditors of BMW Industries Limited, and subsequent approval of the Hon’ble National Company Law Tribunal, Kolkata Bench (“NCLT”) and subject to such other consents, approvals, permissions and sanctions being obtained from appropriate authorities to the extent applicable or necessary and subject to such conditions and modifications as may be prescribed or imposed by NCLT or by any regulatory or other authorities, while granting such consents, approvals, permissions and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as “the Board”, which term shall be deemed to mean and include one or more Committee(s) constituted/to be constituted by the Board or any person(s) which the Board may nominate to exercise its powers including the powers conferred by this resolution), approval of the secured creditors be and is hereby accorded to the Scheme of Merger by Amalgamation of Confident Financial Consultancy Private Limited, Fairplan Vintrade Private Limited, Nageshwar Trade-Link Private Limited, Narayan Dealcom Private Limited, Perfect Investment Consultancy Private Limited, Shri Hari Vincom Private Limited, Siddhi Vinayak Commosales Private Limited And Sidhant Investment Advisory Private Limited, which are wholly owned subsidiaries of the Transferee Company (Transferor Companies) with BMW Industries Limited (Transferee Company) and their respective shareholders and creditors (“Scheme”), without any consideration.”

“RESOLVED FURTHER THAT any Director of the Transferee Company, be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem requisite, desirable, appropriate or necessary to give effect to this resolution and effectively implement the arrangements embodied in the Scheme of Amalgamation and to accept such modifications, amendments, limitations and/or conditions, if any, which may be required and/or imposed by the NCLT and/or any other authority(ies) while sanctioning the Scheme of Amalgamation or by any authority(ies) under law, or as may be required for the purpose of resolving any doubts or difficulties that may arise including passing of such accounting entries and/or making such adjustments in the books of accounts as considered necessary in giving effect to the Scheme of Amalgamation, as the Director may deem fit and proper without being required to seek any further approval of the members or



otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution."

14. The results of evoting on the aforesaid resolution, scrutinised by me are as under-

(i) Voted in **favour** of the resolution:

Mode of voting	Remote evoting	Evoting at the meeting	Consolidated
Number of votes in favour of	0	3	3
Number of valid votes in favour of	0	3	3
Valid votes (Equivalent to amount) : value of secured creditors as per e-voting list downloaded from the CDSL e-voting platform.	0	59,52,36,000	59,52,36,000
Valid votes (Equivalent to amount) : corresponding value of secured creditors taken from the list of secured creditors received from the company for the cut-off date 15-06-2022.	0	51,35,00,000	51,35,00,000
As percentage of total no. of valid votes	0	100%	100%

(ii) Voted **against** the resolution:

Particulars	Details
Number of Votes	NIL

(iii) **Invalid** Votes:

Particulars	Details
Number of invalid votes*	NIL

15. Print out of following documents are annexed with this report; marked with my initials and are collectively marked as "ANNEXURE A":

- a. E-voting result files (3 nos.) as downloaded from the evoting platform of CDSL.



otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

14. The results of evoting on the aforesaid resolution, scrutinised by me are as under-

(i) Voted in favour of the resolution:

Mode of voting	Remote evoting	Evoting at the meeting	Consolidated
Number of votes in favour of	0	3	3
Number of valid votes in favour of	0	3	3
Valid votes (Equivalent to amount) : value of secured creditors as per e-voting list downloaded from the CDSL e-voting platform.	0	59,52,36,000	59,52,36,000
Valid votes (Equivalent to amount) : corresponding value of secured creditors taken from the list of secured creditors received from the company for the cut-off date 15-06-2022.	0	51,35,00,000	51,35,00,000
As percentage of total no. of valid votes	0	100%	100%

(ii) Voted against the resolution:

Particulars	Details
Number of Votes	NIL

(iii) Invalid Votes:

Particulars	Details
Number of invalid votes*	NIL

15. Print out of following documents are annexed with this report; marked with my initials and are collectively marked as “ANNEXURE A”:

- a. E-voting result files (3 nos.) as downloaded from the evoting platform of CDSL.



- b. Consolidated voting list showing the value of votes of secured creditors as per e-voting list downloaded from the CDSL e-voting platform and as per the list of secured creditors received from the company for the cut-off date 15-06-2022.
- c. List of secured creditors as on cut-off date i.e. 15-06-2022 as received from the company.

16. You may accordingly satisfy yourself and declare the results.

Thanking you,
Yours faithfully

Preeti Agarwal

CA .PREETI AGARWAL
Practising Chartered Accountant
Membership No. 061974



Date: 02/07/2022

Place: Kolkata